

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of August 25, 1994, between ACF RAILCAR ACQUISITION CORPORATION, a Delaware corporation (the "Transferor"), and ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferee"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Transfer Agreement (as defined below).

**WHEREAS:** the Transferee and the Transferor have entered into an Asset Transfer Agreement, dated as of the date hereof (the "Asset Transfer Agreement"), in connection with the sale of, among other things, the special purpose covered hopper and tank railcars described on Schedule 1 (the "Equipment"), subject to the Leases (as defined below), from the Transferor to the Transferee for consideration in the amount and on the terms and conditions provided in the Asset Transfer Agreement; and

**WHEREAS:** the parties now desire to carry out the intent and purpose of the Asset Transfer Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases (as defined below) to the extent they relate to the Equipment to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases to the same extent.

**NOW, THEREFORE,** in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

2. Effective as of the date hereof, the Transferor hereby sells, transfers, assigns, conveys, grants and sets over to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.

3. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, and the Transferee hereby covenants and agrees to discharge, perform and

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comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

**IN WITNESS WHEREOF**, the parties hereto have caused this Assignment and Assumption Agreement to be executed in Earth City, Missouri, by their duly authorized officers as of this 25<sup>th</sup> day of August, 1994.

ACF RAILCAR ACQUISITION CORPORATION

By: Umesh Choksi  
Name: Umesh Choksi  
Title: President

ACF INDUSTRIES, INCORPORATED

By: James J. Unger  
Name: James J. Unger  
Title: President

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

DESCRIPTION OF LEASES

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Annex B hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex B hereto.

STATE OF MISSOURI        )  
                            )     ss.:  
COUNTY OF ST. LOUIS      )

On this 25<sup>th</sup> day of August, 1994, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is President of ACF Railcar Acquisition Corporation, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nancy Collins  
Notary Public

NANCY COLLINS  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996

STATE OF MISSOURI        )  
                            )     ss.:  
COUNTY OF ST. LOUIS      )

On this 25<sup>th</sup> day of August, 1994, before me, personally appeared James J. Unger to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is President of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nancy Collins  
Notary Public

NANCY COLLINS  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996



ACFX	68645	ACFX	68840	ACFX	68841	ACFX	68846	ACFX	68847	ACFX	68848	ACFX	68849
ACFX	68840	ACFX	68845	ACFX	68846	ACFX	68847	ACFX	68848	ACFX	68849	ACFX	68849
ACFX	72514	ACFX	75114										
ACFX	75110	ACFX	75119										
ACFX	75201	ACFX	75202	ACFX	75202	ACFX	75203	ACFX	75204	ACFX	75205	ACFX	75205
ACFX	75206	ACFX	75207	ACFX	75207	ACFX	75208	ACFX	75209	ACFX	75210	ACFX	75210
ACFX	75211	ACFX	75212	ACFX	75212	ACFX	75213	ACFX	75214	ACFX	75215	ACFX	75215
ACFX	75216	ACFX	75217	ACFX	75217	ACFX	75218	ACFX	75219	ACFX	75220	ACFX	75220
ACFX	75221	ACFX	75222	ACFX	75222	ACFX	75223	ACFX	75224	ACFX	75225	ACFX	75225
ACFX	75226	ACFX	75227	ACFX	75227	ACFX	75228	ACFX	75229	ACFX	75230	ACFX	75230
ACFX	75231	ACFX	75232	ACFX	75232	ACFX	75233	ACFX	75234	ACFX	75235	ACFX	75235
ACFX	75266	ACFX	75267	ACFX	75267	ACFX	75268	ACFX	75269	ACFX	75269	ACFX	75269
ACFX	76967	ACFX	76968	ACFX	76968	ACFX	76969	ACFX	76970	ACFX	76970	ACFX	76970
ACFX	76972	ACFX	76973	ACFX	76973	ACFX	76974	ACFX	76975	ACFX	76976	ACFX	76976
ACFX	77667	ACFX	78399	ACFX	78399	ACFX	78716	ACFX	79522	ACFX	79526	ACFX	79526
ACFX	79244	ACFX	79553	ACFX	79553	ACFX	79570	ACFX	79697	ACFX	79698	ACFX	79698
ACFX	79699	ACFX	79700	ACFX	79700	ACFX	79701	ACFX	79702	ACFX	79703	ACFX	79703
ACFX	79704	ACFX	79705	ACFX	79705	ACFX	79706	ACFX	79707	ACFX	79708	ACFX	79708
ACFX	79709	ACFX	79710	ACFX	79710	ACFX	79711	ACFX	79712	ACFX	79713	ACFX	79713
ACFX	79714	ACFX	79715	ACFX	79715	ACFX	79716	ACFX	79717	ACFX	79718	ACFX	79718
ACFX	79719	ACFX	79720	ACFX	79720	ACFX	79721	ACFX	79722	ACFX	79723	ACFX	79723
ACFX	79724	ACFX	79725	ACFX	79725	ACFX	79726	ACFX	80154	ACFX	80162	ACFX	80162
ACFX	80166	ACFX	80167	ACFX	80167	ACFX	80245	ACFX	83409	ACFX	83411	ACFX	83411
ACFX	83561	ACFX	83575	ACFX	84013	ACFX	84034	ACFX	84087	ACFX	84093	ACFX	84093
ACFX	83667	ACFX	84152	ACFX	84152	ACFX	84189	ACFX	84214	ACFX	84389	ACFX	84389
ACFX	84127	ACFX	84173	ACFX	84173	ACFX	84614	ACFX	86616	ACFX	86747	ACFX	86736
ACFX	84478	ACFX	84614	ACFX	84614	ACFX	84778	ACFX	87787	ACFX	87997	ACFX	87997
ACFX	84789	ACFX	84790	ACFX	84790	ACFX	84832	ACFX	84833	ACFX	84834	ACFX	84834
ACFX	94d32	ACFX	94d30	ACFX	94d30	ACFX	94d32	ACFX	94d33	ACFX	94d34	ACFX	94d34
ACFX	94840	ACFX	94841	ACFX	94841	ACFX	94919	ACFX	94920	ACFX	94921	ACFX	94921
ACFX	94922	ACFX	94923	ACFX	94923	ACFX	94924	ACFX	94925	ACFX	94926	ACFX	94926
ACFX	94927	ACFX	94928	ACFX	94928	ACFX	94929	ACFX	94930	ACFX	94931	ACFX	94931
ACFX	94932	ACFX	94933	ACFX	94933	ACFX	94934	ACFX	94935	ACFX	94935	ACFX	94935
ACFX	94937	ACFX	94938	ACFX	94938	ACFX	94939	ACFX	94952	ACFX	94953	ACFX	94953
ACFX	94954	ACFX	94955	ACFX	94955	ACFX	94956	ACFX	94957	ACFX	94958	ACFX	94958
ACFX	94959	ACFX	94960	ACFX	94960	ACFX	96196	ACFX	97514	ACFX	97663	ACFX	97663
ACFX	94722	ACFX	97724	ACFX	97724	ACFX	97726	ACFX	97727	ACFX	97836	ACFX	97836
GCKC	57501	GCKC	57502	GCKC	57502	GCKC	57506	GCKC	57507	GCKC	57509	GCKC	57509
GCKC	57510	GCKC	57511	GCKC	57511	GCKC	57512	GCKC	57513	GCKC	57514	GCKC	57514
GCKC	57518	GCKC	57519	GCKC	57519	GCKC	57520	GCKC	57521	GCKC	57522	GCKC	57522

Annex B

Lease Code	LÉSSEE	UNITS/ RIDE	CAR NUMBER	TYPE OF CAR	LEASE YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0005	AG PROCESSING, INC.	56650021	ACFX079522	I	1981	11/01/1993	10/31/1998	
			ACFX079526	I	1981	11/01/1993	10/31/1998	
			ACFX079533	I	1982	11/01/1993	10/31/1998	
			ACFX079570	I	1982	11/01/1993	10/31/1998	
0005	AG PROCESSING, INC.	56650021						
0005	AG PROCESSING, INC.	56650021						
0014	ARCADIAN FERTILIZER, L. P.	1567	ACFX086676	I	1973	10/01/1992	09/30/1997	1
0014	ARCADIAN FERTILIZER, L. P.	1567						
0014	ARCADIAN FERTILIZER, L. P.	5910	ACFI0H3561	I	1971	10/01/1993	09/30/1998	
			ACFX086214	I	1972	10/01/1993	09/30/1998	
			ACFX087733	I	1974	10/01/1993	09/30/1998	3
0014	ARCADIAN FERTILIZER, L. P.	5910						
0014	ARCADIAN FERTILIZER, L. P.							4
0263	ACCIDENTAL CHEMICAL CORPORATION	48860114	ACFX027279	H	1981			
			ACFX027289	H	1981			
			ACÉK027292	H	1981			
			ACF027294	H	1981			
0263	ACCIDENTAL CHEMICAL CORPORATION	48860114	ACFX027303	H	1981			5
0263	ACCIDENTAL CHEMICAL CORPORATION							5
0263	PHILLIPS PETROLEUM COMPANY	6011	ACFX036188	H	1981			
			ACFX036200	H	1982			
			ACFX036420	H	1981			
			ACFX036426	H	1981			
0455	PHILLIPS PETROLEUM COMPANY	6011						
0018	FINA OIL AND CHEMICAL COMPANY	56570028	ACFX068425	H	1993	01/01/1993	06/30/1998	
			ACFX068826	H	1993	07/01/1993	06/30/1998	
			ACFK068427	H	1993	07/01/1993	06/30/1998	
			ACFX068828	H	1993	07/01/1993	06/30/1998	
			ACFK068429	H	1993	07/01/1993	06/30/1998	
			ACFX068830	H	1993	07/01/1993	06/30/1998	
			ACFK068431	H	1993	07/01/1993	06/30/1998	
			ACFX068832	H	1993	07/01/1993	06/30/1998	
			ACFX068833	H	1993	07/01/1993	06/30/1998	
			ACFX068834	H	1993	07/01/1993	06/30/1998	

( JANNETTE )

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LEASER CODE	LESSOR CODE	CONTRACT/ RIMLR	CAR ID#	TYPE CAR	JF YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0066		52920015	ACFX075202	T	1981	02/01/1992	12/31/1996	1
		ACFX075203	T	1981	02/01/1992	12/31/1996		
		ACFX075204	T	1981	02/01/1992	12/31/1996		
		ACFX075205	T	1981	02/01/1992	12/31/1996		
		ACFX075206	T	1981	02/01/1992	12/31/1996		
		ACFX075207	T	1981	02/01/1992	12/31/1996		
		ACFX075208	T	1981	02/01/1992	12/31/1996		
		ACFX075209	T	1981	02/01/1992	12/31/1996		
		ACFX075210	T	1981	02/01/1992	12/31/1996		
		ACFX075211	T	1981	02/01/1992	12/31/1996		
		ACFX075212	T	1981	02/01/1992	12/31/1996		
		ACFX075213	T	1981	02/01/1992	12/31/1996		
		ACFX075214	T	1981	02/01/1992	12/31/1996		
		ACFX075215	T	1981	02/01/1992	12/31/1996		
		ACFX075216	T	1981	02/01/1992	12/31/1996		
		ACFX075217	T	1981	02/01/1992	12/31/1996		
		ACFX075218	T	1981	02/01/1992	12/31/1996		
		ACFX075219	T	1981	02/01/1992	12/31/1996		
		ACFX075220	T	1981	02/01/1992	12/31/1996		
		ACFX075221	T	1981	02/01/1992	12/31/1996		
		ACFX075222	T	1981	02/01/1992	12/31/1996		
		ACFX075223	T	1981	02/01/1992	12/31/1996		
		ACFX075224	T	1981	02/01/1992	12/31/1996		
		ACFX075225	T	1981	02/01/1992	12/31/1996		
		ACFX075226	T	1981	02/01/1992	12/31/1996		
		ACFX075227	T	1981	02/01/1992	12/31/1996		
		ACFA075228	T	1981	02/01/1992	12/31/1996		
		ACFX075229	T	1981	02/01/1992	12/31/1996		
		ACFA075230	T	1981	02/01/1992	12/31/1996		
		ACFX075231	T	1981	02/01/1992	12/31/1996		
0073	ICI CANADA INC.	52920015					30	
0073	ICI CANADA INC.						30	
0089	CHEMTECH PRODUCTS, INC.	1473	ACFX077667	T	1976	12/01/1993	11/30/1998	1
0089	CHEMTECH PRODUCTS, INC.	1473					30	
0089	CHEMTECH PRODUCTS, INC.							
0116	FARMLAND INDUSTRIES INCORPORATED	46250056	ACFA090167	T	1971	02/01/1994	01/31/1999	1
0116	FARMLAND INDUSTRIES INCORPORATED	46250056						
0116	FARMLAND INDUSTRIES INCORPORATED							

LESSOR CODE	LESSEE	CONTRACT/ RIDER	CAR MODEL	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0116	0193 CELTRAN, INCORPORATED	71730032	ACFX076965 ACFX076966 ACFX076967 ACFX076968 ACFX076969 ACFX076970 ACFX076971 ACFX076972 ACFX076973 ACFX076974 ACFX076975 ACFX076976	I I I I I I I I I I I I	1985 1985 1985 1985 1985 1985 1985 1985 1985 1985 1985 1985	01/01/1991 01/01/1991 01/01/1991 01/01/1991 01/01/1991 01/01/1991 01/01/1991 01/01/1991 01/01/1991 01/01/1991 01/01/1991 01/01/1991	12/31/1995 12/31/1995 12/31/1995 12/31/1995 12/31/1995 12/31/1995 12/31/1995 12/31/1995 12/31/1995 12/31/1995 12/31/1995 12/31/1995	1
0193	0193 CELTRAN, INCORPORATED	71730032	ACFA036389 ACFX036401 ACFX036413 ACFX036416	H H H H	1981 1982 1982 1981	04/01/1993 04/01/1993 04/01/1993 04/01/1993	03/31/1998 03/31/1998 03/31/1998 03/31/1998	12
0193	0193 CELTRAN, INCORPORATED	71730034	ACFX087363 ACFX087369	I I	1974 1974	11/01/1993 11/01/1993	10/31/1996 10/31/1996	2
0193	0193 CELTRAN, INCORPORATED	71730034						4
0193	0193 CELTRAN, INCORPORATED	71730032						16
0198	0198 FLINT INK CORPORATION	5927						16
0198	0198 FLINT INK CORPORATION	5927						16
0198	0198 FLINT INK CORPORATION	5927						16
0200	0200 ISP MANAGEMENT, INC.	5982	ACFX094952 ACFX094953 ACFX094954 ACFX094955 ACFX094956 ACFX094957 ACFX094958 ACFX094959 ACFX094960	I I I I I I I I I	1993 1993 1993 1993 1993 1993 1993 1993 1993	11/01/1993 11/01/1993 11/01/1993 11/01/1993 11/01/1993 11/01/1993 11/01/1993 11/01/1993 11/01/1993	10/31/1998 10/31/1998 10/31/1998 10/31/1998 10/31/1998 10/31/1998 10/31/1998 10/31/1998 10/31/1998	9
0200	0200 ISP MANAGEMENT, INC.	5988	ACFX093656 ACFX093664	I I	1971 1971	10/01/1993 10/01/1993	09/30/1998 09/30/1998	2
0200	0200 ISP MANAGEMENT, INC.	5989						

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LESSOR CODE	LESSEE	CONTRACT / RIGHT	CAR TYPE	YEAR OF BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CAR CARS
0200	ISP MANAGEMENT, INC.	5996 5996	ACFX0596816	H	1974	04/01/1994	03/31/1999
0209	DART CONTAINER CORP	45100039	ACFX059942	H	1985	04/01/1990	03/31/1995
0209	DART CONTAINER CORP	45100039	ACFX059943	H	1985	04/01/1990	03/31/1995
0209	DART CONTAINER CORP	45100041	ACFX051141	H	1985	08/01/1990	07/31/1995
		45100041	ACFX051142	H	1985	08/01/1990	07/31/1995
0209	AKZO CHEMICALS INC.	45100041	ACFX051141	H	1985	08/01/1990	07/31/1995
0211	AKZO CHEMICALS INC.	45100041	ACFX051141	H	1985	08/01/1990	07/31/1995
0211	AKZO CHEMICALS INC.	45100041	ACFX051141	H	1985	08/01/1990	07/31/1995
0211	AKZO CHEMICALS INC.	45100041	ACFX051141	H	1985	08/01/1990	07/31/1995
0211	W R GRACE AND COMPANY	4728 4728	ACFX036337	H	1981	02/01/1996	01/31/1998
0228	W R GRACE AND COMPANY	4728	ACFX036337	H	1981	02/01/1996	01/31/1998
0228	W R GRACE AND COMPANY	4728	ACFX036337	H	1981	02/01/1996	01/31/1998
0228	W R GRACE AND COMPANY	4728	ACFX036337	H	1981	02/01/1996	01/31/1998
0228	W R GRACE AND COMPANY	4728	ACFX036337	H	1981	02/01/1996	01/31/1998
0230	GRAIN PROCESSING CORP	2149	ACFX079697	I	1981	02/01/1994	01/31/1999
			ACFX079698	I	1981	02/01/1994	01/31/1999
			ACFX079699	I	1981	02/01/1994	01/31/1999
			ACFX079700	I	1981	02/01/1994	01/31/1999
			ACFX079701	I	1981	02/01/1994	01/31/1999
			ACFX079702	I	1981	02/01/1994	01/31/1999
			ACFX079703	I	1981	02/01/1994	01/31/1999
			ACFX079704	I	1981	02/01/1994	01/31/1999
			ACFX079705	I	1981	02/01/1994	01/31/1999
			ACFX079706	I	1981	02/01/1994	01/31/1999
			ACFX079707	I	1981	02/01/1994	01/31/1999
			ACFX079708	I	1981	02/01/1994	01/31/1999
			ACFX079709	I	1981	02/01/1994	01/31/1999
			ACFX079710	I	1981	02/01/1994	01/31/1999
			ACFX079711	I	1981	02/01/1994	01/31/1999
			ACFX079712	I	1982	02/01/1994	01/31/1999
			ACFX079713	I	1981	02/01/1994	01/31/1999
			ACFX079714	I	1981	02/01/1994	01/31/1999
			ACFX079715	I	1981	02/01/1994	01/31/1999



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LESSEE NAME	LESSEE CODE	LEASE NUMBER	LEASE TYPE	CAR NUMBER	CAR IDENT	YEAR OF BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0299 KENTUCKY TENNESSEE CLAY CO	5791	5791	ACFX064787	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064788	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064789	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064790	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064791	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064792	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064793	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064794	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064795	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
			ACFX064796	H	1993	03/01/1993	02/28/1998	03/01/1993	02/28/1998
0299 KENTUCKY TENNESSEE CLAY CO	5791	5791							10
0299	0347 SOLVAY INTEROX	5814	ACFX045786	H	1993	04/01/1993	03/31/1998	04/01/1993	03/31/1998
			ACFX045787	H	1993	04/01/1993	03/31/1998	04/01/1993	03/31/1998
			ACFX045788	H	1993	04/01/1993	03/31/1998	04/01/1993	03/31/1998
			ACFX045789	H	1993	04/01/1993	03/31/1998	04/01/1993	03/31/1998
			ACFX045790	H	1993	04/01/1993	03/31/1998	04/01/1993	03/31/1998
			ACFX045791	H	1993	04/01/1993	03/31/1998	04/01/1993	03/31/1998
			ACFX045792	H	1993	04/01/1993	03/31/1998	04/01/1993	03/31/1998
0347 SOLVAY INTEROX	5814	5814							7
0355 MILES INC.	5984	5984	ACFX097724	H	1977	04/01/1994	03/31/17/1999	04/01/1994	03/31/17/1999
			ACFX097726	H	1977	04/01/1994	03/31/1999	04/01/1994	03/31/1999
			ACFX097727	H	1977	04/01/1994	03/31/1999	04/01/1994	03/31/1999
0355 MILES INC.	5984	5984							3
0355 MILES INC.	5984	5984							3
0357 MOBIL OIL CORPORATION	2970	2970	ACFX080158	I	1971	05/01/1992	04/30/1995	05/01/1992	04/30/1995
			ACFX080165	I	1971	05/01/1992	04/30/1995	05/01/1992	04/30/1995
			ACFX080166	I	1971	05/01/1992	04/30/1995	05/01/1992	04/30/1995
0357 MOBIL OIL CORPORATION	2970	2970							3
0357 MOBIL OIL CORPORATION	50400048	50400048	ACFX055842	H	1971	11/01/1993	02/28/1995	11/01/1993	02/28/1995
			ACFX055843	H	1971	11/01/1993	02/28/1995	11/01/1993	02/28/1995
			ACFX055844	H	1971	11/01/1993	02/28/1995	11/01/1993	02/28/1995
			ACFX055854	H	1971	11/01/1993	02/28/1995	11/01/1993	02/28/1995
			ACFX058425	H	1978	11/01/1993	02/28/1995	11/01/1993	02/28/1995
			ACFX058662	H	1978	11/01/1993	02/28/1995	11/01/1993	02/28/1995

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LESSOR NAME	LESSOR ADDRESS	CONTRACT/ RIG#	CAR TYPE	UF YEAR	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0485 REXENE COMPANY		50570024	ACFX069H11 H	1993	05/01/1993	04/30/1998	
			ACFX068H12 H	1993	05/01/1993	04/30/1998	
			ACFX068H13 H	1993	05/01/1993	04/30/1998	
			ACFX068H14 H	1993	05/01/1993	04/30/1998	
			ACFX068H15 H	1993	05/01/1993	04/30/1998	
			ACFX068H16 H	1993	05/01/1993	04/30/1998	
			ACFX068H17 H	1993	05/01/1993	04/30/1998	
			ACFX068H18 H	1993	05/01/1993	04/30/1998	
			ACFX068H19 H	1993	05/01/1993	04/30/1998	
			ACFX068H20 H	1993	05/01/1993	04/30/1998	
			ACFX068H21 H	1993	05/01/1993	04/30/1998	
0485 REXENE COMPANY		50570024					25
0485 REXENE COMPANY		0485					25
		0485					25
0502 KRONOS CANADA, INC.	3221	ACFX080245 T	1973	01/01/1994	12/31/1998		
0502 KRUNUS CANADA, INC.	3221						1
0502 KRONOS CANADA, INC.	5446	ACFX087778 T	1975	01/01/1991	12/31/1995		
0502 KRUNUS CANADA, INC.	5446						1
0502 KRUNOS CANADA, INC.							2
0502							2
0514 SHELL OIL COMPANY	33040106	ACFX055837 H	1971	01/01/1994	12/31/1996		
0514 SHELL OIL COMPANY	33040106	ACFX055845 H	1971	01/01/1994	12/31/1996		
0514 SHELL OIL COMPANY							2
0514							2
0516 SIMPSUN PAPER COMPANY	2322	ACFX049966 H	1981	01/01/1994	12/31/1998		
		ACFX049969 H	1981	01/01/1994	12/31/1998		
		ACFX049970 H	1981	01/01/1994	12/31/1998		
		ACFX049971 H	1981	01/01/1994	12/31/1998		
0516 SIMPSUN PAPER COMPANY	2322						4
0516 SIMPSUN PAPER COMPANY	2323	ACFX049967 H	1981	01/01/1994	12/31/1998		
		ACFX049968 H	1981	01/01/1994	12/31/1998		
		ACFX049972 H	1981	01/01/1994	12/31/1998		
		ACFX049973 H	1981	01/01/1994	12/31/1998		
		ACFX049974 H	1981	01/01/1994	12/31/1998		
0516 SIMPSUN PAPER COMPANY	2323						5
0516 SIMPSUN PAPER COMPANY							9

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LESSEE CODE	LESSOR CODE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0516								9
0531	GEORGIA-PACIFIC CORP.	81174	ACFX0361747	T	1973	10/01/1992	09/30/1997	1
0531	GEORGIA-PACIFIC CORP.	8H74						1
0531	GEORGIA-PACIFIC CORP.							1
0531	SHINTECH INCORPORATED	2715	ACFX036191	H	1982	02/01/1992	01/31/1997	
			ACFX036192	H	1982	02/01/1992	01/31/1997	
			ACFX036193	H	1982	02/01/1992	01/31/1997	
			ACFX036194	H	1982	02/01/1992	01/31/1997	
			ACFX036195	H	1982	02/01/1992	01/31/1997	
			ACFX036196	H	1982	02/01/1992	01/31/1997	
			ACFX036197	H	1982	02/01/1992	01/31/1997	
			ACFX036198	H	1982	02/01/1992	01/31/1997	
			ACFX036199	H	1982	02/01/1992	01/31/1997	
			ACFX036200	H	1982	02/01/1992	01/31/1997	
			ACFX036201	H	1982	02/01/1992	01/31/1997	
			ACFX036202	H	1982	02/01/1992	01/31/1997	
			ACFX036203	H	1982	02/01/1992	01/31/1997	
			ACFX036204	H	1982	02/01/1992	01/31/1997	
			ACFX036205	H	1982	02/01/1992	01/31/1997	
			ACFX036206	H	1982	02/01/1992	01/31/1997	
			ACFX036208	H	1982	02/01/1992	01/31/1997	
			ACFX036209	H	1982	02/01/1992	01/31/1997	
			ACFX036210	H	1982	02/01/1992	01/31/1997	
			ACFX036211	H	1982	02/01/1992	01/31/1997	
			ACFX036212	H	1982	02/01/1992	01/31/1997	
			ACFX036213	H	1982	02/01/1992	01/31/1997	
			ACFX035214	H	1982	02/01/1992	01/31/1997	
			ACFX036215	H	1982	02/01/1992	01/31/1997	
			ACFX036216	H	1982	02/01/1992	01/31/1997	
			ACFX036217	H	1982	02/01/1992	01/31/1997	
			ACFX036218	H	1982	02/01/1992	01/31/1997	
			ACFX036219	H	1982	02/01/1992	01/31/1997	
			ACFX036220	H	1982	02/01/1992	01/31/1997	
			ACFX036221	H	1982	02/01/1992	01/31/1997	

Lease Code	Lessor Name	Lessee Name	Contract/ Renter	Type Car	U/F Car IDent	Year Built	Effective Date	Release Date	Total Cars
0536	SHINTECH INCORPORATED	2715	ACF X036222	H	1982	02/01/1992	01/31/1997		
			ACF X036223	H	1982	02/01/1992	01/31/1997		
			ACF X036224	H	1982	02/01/1992	01/31/1997		
			ACF X036225	H	1982	02/01/1992	01/31/1997		
			ACF X036226	H	1982	02/01/1992	01/31/1997		
			ACF X036227	H	1982	02/01/1992	01/31/1997		
			ACF X036228	H	1982	02/01/1992	01/31/1997		
			ACF X036229	H	1982	02/01/1992	01/31/1997		
			ACF X036230	H	1982	02/01/1992	01/31/1997		
			ACF X036231	H	1982	02/01/1992	01/31/1997		
			ACF X036233	H	1982	02/01/1992	01/31/1997		
			ACF X036234	H	1982	02/01/1992	01/31/1997		
			ACF X036235	H	1982	02/01/1992	01/31/1997		
			ACF X036236	H	1982	02/01/1992	01/31/1997		
			ACF X036237	H	1982	02/01/1992	01/31/1997		
			ACFA036238	H	1982	02/01/1992	01/31/1997		
			ACFX036239	H	1982	02/01/1992	01/31/1997		
			ACFX036240	H	1982	02/01/1992	01/31/1997		
0536	SHINTECH INCORPORATED	2715							58
0536	SHINTECH INCORPORATED	2715							58
0550	SAFETY KLEEN CORPORATION	5944	ACFB089922	I	1971	02/01/1994	01/31/1999		
			ACF X089923	I	1971	02/01/1994	01/31/1999		
			ACFB089924	I	1971	02/01/1994	01/31/1999		
0550	SAFETY KLEEN CORPORATION	5944							3
0550	SAFETY KLEEN CORPORATION	5944							3
0572	ARISTECH CHEMICAL CORPORATION	21750007	ACFA097722	H	1977	08/01/1990	07/31/1995		
0572	ARISTECH CHEMICAL CORPORATION	21750007							1
0572	ARISTECH CHEMICAL CORPORATION	27530096	ACFX075193	I	1981	01/01/1992	12/31/1996		
			ACF X075194	I	1981	01/01/1992	12/31/1996		
			ACF X075195	I	1981	01/01/1992	12/31/1996		
			ACF X075196	I	1981	01/01/1992	12/31/1996		
			ACF X075197	I	1981	01/01/1992	12/31/1996		
			ACF X075198	I	1981	01/01/1992	12/31/1996		
			ACF X075199	I	1981	01/01/1992	12/31/1996		
			ACF X075200	I	1981	01/01/1992	12/31/1996		
			ACFX075201	I	1981	01/01/1992	12/31/1996		
0572	ARISTECH CHEMICAL CORPORATION	27530096							9
0572	ARISTECH CHEMICAL CORPORATION	27530096							10

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LESSEE CODE	LESSEE	CONTRACT / Renter	CAR TYPE	YEAR OF CAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0572	0601 - QUANTUM CHEMICAL CORPORATION	3066	ACF X057249	H	1971	09/01/1993	08/31/1998
			ACF X057249	H	1971	09/01/1993	08/31/1998
			ACF X057221	H	1971	09/01/1993	08/31/1998
			ACF X057323	H	1971	09/01/1993	08/31/1998
			ACF X057330	H	1971	09/01/1993	08/31/1998
			ACF X057346	H	1971	09/01/1993	08/31/1998
			ACF X057442	H	1971	09/01/1993	08/31/1998
			ACF X09574	H	1977	09/01/1993	08/31/1998
			ACF X098236	H	1978	09/01/1993	08/31/1998
							9
	0601 - QUANTUM CHEMICAL CORPORATION	3066	ACF X067706	H	1990	01/01/1990	12/31/1999
			ACF X067707	H	1990	01/01/1990	12/31/1999
			ACF X067708	H	1990	01/01/1990	12/31/1999
			ACF X067709	H	1990	01/01/1990	12/31/1999
			ACF X067710	H	1990	01/01/1990	12/31/1999
			ACF X067711	H	1990	01/01/1990	12/31/1999
			ACF X067712	H	1990	01/01/1990	12/31/1999
			ACF X067713	H	1990	01/01/1990	12/31/1999
			ACF X067714	H	1990	01/01/1990	12/31/1999
			ACF X067715	H	1990	01/01/1990	12/31/1999
			ACF X067716	H	1990	01/01/1990	12/31/1999
			ACF X067717	H	1990	01/01/1990	12/31/1999
			ACF X067718	H	1990	01/01/1990	12/31/1999
			ACF X067719	H	1990	01/01/1990	12/31/1999
			ACF X067720	H	1990	01/01/1990	12/31/1999
			ACF X067721	H	1990	01/01/1990	12/31/1999
			ACF X067722	H	1990	01/01/1990	12/31/1999
			ACF X067723	H	1990	01/01/1990	12/31/1999
			ACF X067724	H	1990	01/01/1990	12/31/1999
			ACF X067725	H	1990	01/01/1990	12/31/1999
			ACF X067726	H	1990	01/01/1990	12/31/1999
			ACF X067727	H	1990	01/01/1990	12/31/1999
			ACF X067728	H	1990	01/01/1990	12/31/1999
			ACF X067729	H	1990	01/01/1990	12/31/1999
			ACF X067730	H	1990	01/01/1990	12/31/1999
			ACF X067731	H	1990	01/01/1990	12/31/1999
			ACF X067732	H	1990	01/01/1990	12/31/1999
			ACF X067733	H	1990	01/01/1990	12/31/1999
			ACF X067734	H	1990	01/01/1990	12/31/1999
			ACF X067735	H	1990	01/01/1990	12/31/1999
			ACF X067736	H	1990	01/01/1990	12/31/1999
			ACF X067737	H	1990	01/01/1990	12/31/1999
			ACF X067738	H	1990	01/01/1990	12/31/1999
			ACF X067739	H	1990	01/01/1990	12/31/1999
			ACF X067740	H	1990	01/01/1990	12/31/1999
			ACF X067741	H	1990	01/01/1990	12/31/1999

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LEASER CODE	LESSEE CODE	CONTRACT/ RIDER	CAR OWNER	TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0601	QUANTUM CHEMICAL CORPORATION	5138	ACFX067742	H	1990	01/01/1990	12/31/1999	
			ACFX067743	H	1990	01/01/1990	12/31/1999	
			ACFX067744	H	1990	01/01/1990	12/31/1999	
			ACFX067745	H	1990	01/01/1990	12/31/1999	
			ACFX067746	H	1990	01/01/1990	12/31/1999	
			ACFX067747	H	1990	01/01/1990	12/31/1999	
			ACFX067748	H	1990	01/01/1990	12/31/1999	
			ACFX067749	H	1990	01/01/1990	12/31/1999	
			ACFX067750	H	1990	01/01/1990	12/31/1999	
			ACFX067751	H	1990	01/01/1990	12/31/1999	
			ACFX067752	H	1990	01/01/1990	12/31/1999	
			ACFX067753	H	1990	01/01/1990	12/31/1999	
			ACFX067754	H	1990	01/01/1990	12/31/1999	
			ACFX067755	H	1990	01/01/1990	12/31/1999	
			ACFX067756	H	1990	01/01/1990	12/31/1999	
			ACFX067757	H	1990	01/01/1990	12/31/1999	
			ACFX067758	H	1990	01/01/1990	12/31/1999	
			ACFX067759	H	1990	01/01/1990	12/31/1999	
			ACFX067760	H	1990	01/01/1990	12/31/1999	
			ACFX067761	H	1990	01/01/1990	12/31/1999	
			ACFX067762	H	1990	01/01/1990	12/31/1999	
			ACFX067763	H	1990	01/01/1990	12/31/1999	
			ACFX067764	H	1990	01/01/1990	12/31/1999	
			ACFX067765	H	1990	01/01/1990	12/31/1999	
			ACFX067766	H	1990	01/01/1990	12/31/1999	
			ACFX067767	H	1990	01/01/1990	12/31/1999	
			ACFX067768	H	1990	01/01/1990	12/31/1999	
			ACFX067769	H	1990	01/01/1990	12/31/1999	
			ACFA067770	H	1990	01/01/1990	12/31/1999	
			ACFX067771	H	1990	01/01/1990	12/31/1999	
			ACF067772	H	1990	01/01/1990	12/31/1999	
			ACFX067773	H	1990	01/01/1990	12/31/1999	
			ACFX067774	H	1990	01/01/1990	12/31/1999	
			ACFA067775	H	1990	01/01/1990	12/31/1999	
			ACFX067776	H	1990	01/01/1990	12/31/1999	
			ACFX067777	H	1990	01/01/1990	12/31/1999	
			ACFX067778	H	1990	01/01/1990	12/31/1999	
			ACF067779	H	1990	01/01/1990	12/31/1999	
			ACFX067780	H	1990	01/01/1990	12/31/1999	
			ACFA067781	H	1990	01/01/1990	12/31/1999	
0601	QUANTUM CHEMICAL CORPORATION	5138					76	
0601	QUANTUM CHEMICAL CORPORATION	5138					85	
0608	UNION CARBIDE CORPORATION	37290031	ACFX072514	I	1988	02/01/1994	01/31/1997	1
0608	UNION CARBIDE CORPORATION	37290061						

LtSSEE CDE	LEASSE R	TYPE OF CAR	LEASE YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0608	LESSLE KIDR	CAR LIENT				1
0608	UNION CARBIDE CORPURATION					1
0663	WILSEY FOODS, INC.					1
0663	WILSEY FOODS, INC.					1
0663	WILSEY FOODS, INC.					1
0663						1
0689	TDK FERRITES CORPORATION MAGNET D 5737	ACFX045743 ACFX045744 ACFX045745	H H H	1992 1992 1992	09/01/1992 09/01/1992 09/01/1992	08/31/1997 08/31/1997 08/31/1997
0689	TDK FERRITES CORPORATION MAGNET D 5737	ACFX045746 ACFX045747 ACFX045748	H H H	1992 1992 1992	09/01/1992 09/01/1992 09/01/1992	08/31/1997 08/31/1997 08/31/1997
0689	TDK FERRITES CORPORATION MAGNET D 5737					6
0689	TDK FERRITES CORPORATION MAGNET D					6
0689						6
0397	MISSISSIPPI LIME	ACFX027263 ACFX027312 ACFX027317	H H H	1981 1981 1981	05/01/1994 05/01/1994 05/01/1994	04/30/1996 04/30/1996 04/30/1996
0397	MISSISSIPPI LIME					3
0397	MISSISSIPPI LIME					3
0397						3
1019	CHEMSTAR LIME COMPANY	ACFX045518 ACFX045519	H H	1991 1991	05/01/1992 05/01/1992	06/30/1996 06/30/1996
1019	CHEMSTAR LIME COMPANY					2
1019	CHEMSTAR LIME COMPANY					2
1372	LUZENAC AMERICA, INC.	3884	H	1996	07/01/1992	03/31/1996
1372	LUZENAC AMERICA, INC.	ACFX051232 ACFX051233 ACFX051234	H H H	1986 1986 1986	07/01/1992 03/31/1996 07/01/1992	03/31/1996 03/31/1996 03/31/1996
1372	LUZENAC AMERICA, INC.	3884				3
1372	LUZENAC AMERICA, INC.					3
1372						3

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